D'ARRIGO DANIEL

Form 4

February 25, 2019

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

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5 Relationship of Reporting Person(s) to

Form filed by More than One Reporting

Check this box if no longer subject to Section 16. Form 4 or

Form 5 obligations may continue. See Instruction

1 Name and Address of Reporting Person *

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

D'ARRIGO DANIEL			2. Issuer Name and Ticker or Trading Symbol	Issuer		
			MGM Resorts International [MGM]	(Check all applicable)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	11		
			(Month/Day/Year)	Director 10% Owner		
3600 LAS VE	EGAS BLVD	O. SOUTH	02/21/2019	X Officer (give title Other (specify below) below) EXECUTIVE VICE PRESIDENT & CFO		
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person		

LAS VEGAS, NV 89109

ND

(City)	(State) (Z	Zip) Table	I - Non-Do	erivative Securities	Acquired, Disposed	of, or Beneficia	lly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securities onAcquired (A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or Amount (D) Pri	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Stock \$.01 Par Value					239,460	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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Person

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transactic Code (Instr. 8)	5. Number proof Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	(1)	02/21/2019		A	3,739	<u>(2)</u>	02/21/2023	Common Stock \$.01 Par Value ND	3,739

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

D'ARRIGO DANIEL 3600 LAS VEGAS BLVD. SOUTH LAS VEGAS, NV 89109

EXECUTIVE VICE PRESIDENT & CFO

Signatures

/s/ Andrew Hagopian III, Attorney-In-Fact

02/25/2019

**Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
 - Restricted Stock Units (RSUs) granted under the MGM Resorts International Amended and Restated 2005 Omnibus Incentive Plan. Each
- (1) RSU represents the right to receive one share of MGM Resorts International common stock. Any fractional shares will be paid in cash upon settlement.
- (2) The RSUs are fully vested. Delivery of shares will be made in four equal annual installments commencing on the first anniversary of the grant date.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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